

50. A composition according to claim 49 wherein said ascorbic acid-2-glucoside is present in an amount of from about 0.2 to about 7% by weight.
51. A composition according to claim 50 wherein said Acrylates/C10-30 alkyl Acrylate cross polymer is present in an amount of from about 0.1 to about 1% by weight.
52. A composition according to claim 51 wherein said retinol is present in an amount of from about 0.075 to about 0.2% by weight.
53. A topical composition comprising a penetration-enhancing effective amount of a penetration enhancing composition consisting essentially of from about 0.2 to about 7% by weight ascorbic acid-2-glucoside, from about 0.1 to about 1% by weight Acrylates/C10-30 alkyl Acrylate cross polymer and from about 0.075 to about 0.2% by weight retinol.
54. A composition according to claim 53 wherein said ascorbic acid-2-glucoside is present in an amount of about 7% by weight.
55. A composition according to claim 54 wherein said Acrylates/C10-30 alkyl Acrylate cross polymer is present in an amount of about 0.25% by weight.
56. A composition according to claim 55 wherein said retinol is present in an amount of about 0.075% by weight.
57. A topical penetration-enhancing and irritation mitigating composition comprising from about 0.1 to about 7% by weight ascorbic acid-2-glucoside, from about 0.1 to about 1% by weight Acrylates/C10-30 alkyl Acrylate cross polymer and from about 0.075 to about 0.2% by weight retinol wherein said penetration-enhancing and irritation mitigating composition effects a ratio of total retinol delivered to normalized irritation score of at least 13.5.
58. A composition according to claim 57 wherein said ascorbic acid-2-glucoside is present in an amount of about 6.35% by weight.
59. A composition according to claim 57 wherein said Acrylates/C10-30 alkyl Acrylate cross polymer is present in an amount of about 0.25% by weight.
60. A composition according to claim 57 wherein said retinol is present in an amount of about 0.075% by weight.

#### REMARKS

This Amendment is respectfully submitted in order to respond to the Office Action of December 18, 2002. It is timely submitted in view of the Petition for Extension of Time submitted concurrently herewith.